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Attorneys for Defendant
FACEBOOK, INC.

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA**

SAMBREEL HOLDINGS LLC; YONTOO LLC;
and THEME YOUR WORLD LLC,

Plaintiffs,

vs.

FACEBOOK, INC.,

Defendant.

CASE NO. 12-CV-00668-CAB-KSC

**DECLARATION OF CHRIS PALOW
IN SUPPORT OF FACEBOOK, INC.'S
MOTION TO DISMISS COMPLAINT
PURSUANT TO FEDERAL RULES OF
CIVIL PROCEDURE 12(B)(3) AND
12(B)(6)**

Judge: Hon. Cathy Ann Bencivengo
Hearing Date: June 22, 2012
Hearing Time: 2:30 p.m.
Dept.: Courtroom 2

I, Chris Palow, declare:

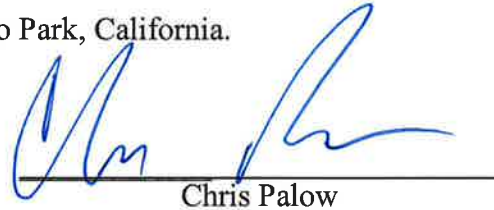
1. I am employed by Facebook, Inc. ("Facebook") as Manager, Engineering. I have personal knowledge of the following facts and if called to testify as a witness would testify as follows:

2. From an engineering perspective, it would not be possible to develop, test, maintain

1 and update the PageRage software without accessing facebook.com through an active registered
2 Facebook user account.

3 I declare, under the penalty of perjury under the laws of the United States, that the foregoing
4 is a true and correct to the best of my knowledge.

5 Executed this 3rd day of April 2012, at Menlo Park, California.

6
7
8 
Chris Palow

CERTIFICATE OF SERVICE

The undersigned hereby certify that all counsel of record who have consented to electronic service are being served with a copy of the **DECLARATION OF CHRIS PALOW IN SUPPORT OF FACEBOOK, INC.'S MOTION TO DISMISS COMPLAINT PURSUANT TO FEDERAL RULES OF CIVIL PROCEDURE 12(B)(3) AND 12(B)(6)** via the CM/ECF system on April 4, 2012.

DATED: April 4, 2012

By: s/ James F. Basile

James F. Basile